



GKN Corporate Centre  
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3 March 2004

The United States Securities and Exchange Commission  
**Exemption File 82-5204**  
Division of Corporate Finance  
Room 3094 (3-6)  
450 5<sup>th</sup> Street  
Northwest  
Washington DC 20549  
USA

*See GKN*

**Exemption File 82-5204**

Dear Sirs,

**GKN plc – notification of major interests in shares**

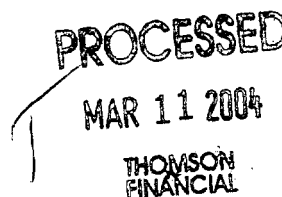
For your information I enclose a copy of the above.

Yours faithfully,

*S. DeRitter*

*pp* **David Pavey**  
Assistant Company Secretary

Enc.



*Illu 3/10*

**NOTIFICATION OF MAJOR INTERESTS IN SHARES**

All relevant boxes should be completed in block capital letters.

<b>1. Name of company</b>  GKN PLC	<b>2. Name of shareholder having a major interest</b>  FRANKLIN RESOURCES, INC		
<b>3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18</b>  SHAREHOLDER NAMED IN 2	<b>4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them</b> Bank of New York – 160,735 Chase Nominees Limited – 44,242,076 Citibank – 487,910 Clydesdale Bank plc – 2,533,630 Euroclear Bruxelles – 21,388 Mellon Bank – 83,045 Northern Trust Company – 369,837 Royal Trust Corp of Canada – 2,566,476 State Street Nominees Limited – 3,015,457		
<b>5. Number of shares/amount of stock acquired</b> NOT KNOWN	<b>6. Percentage of issued class</b> NOT KNOWN	<b>7. Number of shares/amount of stock disposed</b>	<b>8. Percentage of issued class</b>
<b>9. Class of security</b>  ORDINARY SHARES OF 50P EACH	<b>10. Date of transaction</b>  NOT KNOWN	<b>11. Date company informed</b>  3 MARCH 2004	
<b>12. Total holding following this notification</b>  53,480,554	<b>13. Total percentage holding of issued class following this notification</b>  7.28%		
<b>14. Any additional information</b>	<b>15. Name of contact and telephone number for queries</b>  PHIL HIGGINS – 01527 533 235		
<b>16. Name and signature of authorised company official responsible for making this notification</b>  PHIL HIGGINS SENIOR SECRETARIAL ASSISTANT			
<b>Date of notification</b> 3 MARCH 2004			